

RECORDATION NO.

12249 - Q  
FILED

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SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

May 11, 2006

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Bill of Sale and Partial Release, dated January 10, 2006, a secondary document, as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement (GATC Trust 5) which was previously filed with the Commission under Recordation Number 12249.

The names and addresses of the parties to the enclosed document are:

Lessor/Trustee: CIT Group/Equipment Financing Inc.  
1211 Avenue of the Americas  
New York, NY 10036

[Lessee: GATX Financial Corporation  
4 Embarcadero Center, Suite 2200  
San Francisco, CA 94111]

Mr. Vernon Williams  
May 11, 2006  
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A description of the railroad equipment covered by the enclosed document is:

2 railcars RELEASED: GATX 300770 AND GATX 300788.

A short summary of the document to appear in the index follows:

Bill of Sale and Partial Release.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem  
Enclosures

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**BILL OF SALE AND PARTIAL RELEASE**

SURFACE TRANSPORTATION BOARD

The CIT Group/Equipment Financing Inc., not in its individual capacity, but solely as Trustee under GATC Trust 5 (the "Lessor") under an Equipment Lease Agreement (GATC Trust 5) dated as of September 15, 1980 (the "Lease") between the Lessor and GATX Financial Corporation, successor by merger to GATX Rail Corporation (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcars designated as GATX 300770 and GATX 300788 (the "Units") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Units and the obligation of the Lessee to pay rent for such Units under the Lease has terminated.

Dated: January 10, 2006

The CIT Group/Equipment Financing Inc.

By:

Catherine S. [Signature]  
Title: Vice President

State of New York    )  
                                  ) SS:  
County of Suffolk    )

On the 30<sup>th</sup> day of March, 2006, before me personally appeared Catherine Stiglich to me known, who being by me duly sworn, says that (s)he is a Vice-President of The CIT/Group/Equipment Financing, Inc., that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Rose Mary Dinnehauff  
Notary Public

[Notarial Seal]

My commission expires:

ROSE MARY DINNEHAUFF  
Notary Public, State of New York  
No. 31-5010315  
Qualified in New York County  
Commission Expires March 29, 2007